

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ABUSE COUNSELING AND TREATMENT, INC.

(A Florida Corporation)

We, the undersigned, with other persons being desirous of forming a corporation not for profit,
do agree to the following:

ARTICLE I - NAME

The name of this Corporation shall be ABUSE COUNSELING AND TREATMENT,
INC.

ARTICLE II - PURPOSE

The Corporation is organized for charitable, educational, and philanthropic purposes
including but not limited to:

- a) Providing counseling, referral services, and shelter to victims of family violence,
sexual assault, and families in distress.
- b) Conducting research on the subjects of family violence and interpersonal violence.
- c) Educating the public about family violence and interpersonal violence.
- d) Raising such funds as are necessary to provide the above services, research and
public education.

ARTICLE III - POWERS

The Corporation shall have all powers provided for Corporation Not For Profit by
Chapter 617 of Florida Statutes and including but not limited to the powers to receive and
maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and
limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom
and the principal thereof exclusively for the charitable, educational and philanthropic purposes
described herein.

Nothing contained in the foregoing statement of purposes and powers shall be construed
to authorize this Corporation to carry on any activity for the profit of its members, or to distribute
any gains, profits, or dividends to its members.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not retain any excess business holdings as defined in Section 4943© of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501© (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they not exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170© (2) of the Internal Revenue Code and said Regulations as they not exist or may hereafter be amended.

No person, firm, or corporation shall ever receive any dividends or profits from the undertaking of this Corporation. Upon dissolution of this organization, all assets remaining after payment of all liabilities of the Corporation shall be distributed by the Board of Directors to such organization or organizations organized and operated exclusively for charitable, religious, educational, scientific, or philanthropic purposes as shall at the time qualify as an exempt organization or organizations under Section 501© (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), or to the Federal Government or to a state or local government for public purposes as the Board of Directors shall determine.

ARTICLE IV - DURATION

The Corporation shall have personal existence.

ARTICLE V - MEMBERSHIP

Any person who subscribes to the purposes and policies of the Corporation and who is willing to participate in its promotion is eligible for membership.

ARTICLE VI - DUES

The amount of the yearly dues payable by members shall be such an amount as may be determined from time to time by the Board of Directors.

ARTICLE VII - SUBSCRIBERS

The names and address of the subscribers to the original Articles of Incorporation were:

Carolyn Zurek	1364 Floral Drive Fort Myers, FL 33901
Helen LaForge	1349-A Bradford Fort Myers, FL 33901
Eugenie Gollup	1638 Royal Palm, Apt. 2 Fort Myers, FL 33901

The names and addresses of the subscribers of these Amended and Restated Articles of Incorporation are:

Bonnie Posner	5161 Tanglewood Pkwy. Fort Myers, FL 33919
Dixie Lee McCollaum	8717 Chatham Fort Myers, FL 33907
Joni Norton	398 Keenan Avenue Fort Myers, FL 33919
Kathleen L. Kelly	18307 Deep Passage Lane Fort Myers Beach, FL 33931

ARTICLE VIII - OFFICERS

The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, to be elected annually from the Board of Directors as prescribed by the Bylaws. The names of the persons who served as officers until the first election of officers under the original Articles of Incorporation were as follows:

Trudella Cutshall	President	RDI, Box 736, Shawnee Road Fort Myers, FL 33905
Carolyn Zurek	Vice-President/ Treasurer	1264 Floral Drive Fort Myers, FL 33901
Gloria Rooney	Secretary	1 Broadway Fort Myers Beach, FL 33931

The names and addresses of the persons who shall serve as the officers of the Corporation until the next election of Officers under these Articles of Incorporation are:

Bonnie Posner	President	5161 Tanglewood Pkwy. Fort Myers, FL 33919
Dixie Lee McCollaum	Vice-President	8717 Chatham Fort Myers, FL 33907
Joni Norton	Treasurer	398 Keenan Avenue Fort Myers, FL 33919
Kathleen L. Kelly	Secretary	18307 Deep Passage Lane Fort Myers Beach, FL 33931

ARTICLE IX - DIRECTORS

The three members on the initial Board of Directors of the Corporation were:

Trudella Cutshall	RDI, Box 736, Shawnee Road Fort Myers, FL 33905
Carolyn Zurek	1364 Floral Drive Fort Myers, FL 33901
Gloria Rooney	1 Broadway Fort Myers Beach, FL 33931

The members of the current Board of Directors are:

Bonnie Posner	5161 Tanglewood Pkwy. Fort Myers, FL 33919
Dixie Lee McCollaum	8717 Chatham Fort Myers, FL 33907
Joni Norton	398 Keenan Avenue Fort Myers, FL 33919
Kathleen L. Kelly	18307 Deep Passage Lane Fort Myers Beach, FL 33931
Jennifer L. Benton	1463 Woodwind Court Fort Myers, FL 33919
Michael Carr	1311 SE 21st Terrace Cape Coral, FL 33990
Mary C. Fitzpatrick	1410 SW 54th Terrace Cape Coral, FL 33914
Harry Landbo	2318 Kent Avenue Fort Myers, FL 33907
Anna Marks	5326 Cocoa Court Cape Coral, FL 33904
Rodi Swift	5607 SW 9th Avenue Cape Coral, FL 33914
Betty Sarkis	2271 First Street, #21 Fort Myers, FL 33901

The number of Directors and the procedure for election shall be as prescribed by the Bylaws.


ARTICLE X - BYLAWS

The Bylaws of the Corporation may be amended at any regular or special meeting of the members of the Corporation by a majority vote of the members present and voting, provided that the amendment has been submitted in writing to all members fourteen (14) days in advance of the vote.

ARTICLE XI - AMENDMENTS

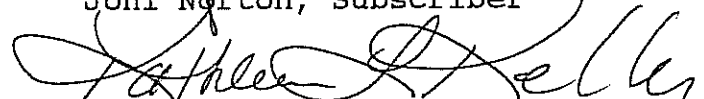
These Articles of Incorporation may be amended at any regular or special meeting of the members of the Corporation by a two-thirds (2/3) vote of the members present and voting, provided that the amendment has been submitted in writing at all members fourteen (14) days in advance of the vote.

IN WITNESS WHEREOF, we have subscribed our names this 15th day of
July, 1993.


Bonnie Posner, Subscriber


Dixie Lee McCollaum, Subscriber


Joni Norton, Subscriber


Kathleen L. Kelly, Subscriber